



Caption in Compliance with D.N.J. LBR 9004-1(b)

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Order Filed on April 30, 2020
by Clerk
U.S. Bankruptcy Court
District of New Jersey

*Proposed Attorneys for Debtors
and Debtors in Possession*

In re:

MODELL'S SPORTING GOODS, INC., *et al.*,
Debtors.¹

Chapter 11
Case No. 20-14179 (VFP)
Jointly Administered
Hearing Date and Time:
April 30, 2020, at 10:00 a.m. (ET)

**ORDER FURTHER SUSPENDING THE DEBTORS'
CHAPTER 11 CASES PURSUANT TO 11 U.S.C. §§ 105 AND 305**

The relief set forth on the following pages, numbered two (2) through four (4), is hereby
ORDERED.

DATED: April 30, 2020

A handwritten signature in black ink, appearing to read "Honorable Vincent F. Papalia".

Honorable Vincent F. Papalia
United States Bankruptcy Judge

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's federal tax identification number, as applicable, are as follows: Modell's Sporting Goods, Inc. (9418), Modell's II, Inc. (9422), Modell's NY II, Inc. (9434), Modell's NJ II, Inc. (9438), Modell's PA II, Inc. (9426), Modell's Maryland II, Inc. (9437), Modell's VA II, Inc. (9428), Modell's DE II, Inc. (9423), Modell's DC II, Inc. (9417), Modell's CT II, Inc. (7556), MSG Licensing, Inc. (8971), Modell's NH, Inc. (4219), Modell's Massachusetts, Inc. (6965) and Modell's Online, Inc. (2893). The Debtors' corporate headquarters is located at 498 Seventh Avenue, 20th Floor, New York, New York 10018.

Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the motion.

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Debtors: MODELL'S SPORTING GOODS, INC., *et al.*
Case No. 20-14179 (VFP)
Caption of Order: ORDER FURTHER SUSPENDING THE DEBTORS' CHAPTER 11
CASES PURSUANT TO 11 U.S.C. §§ 105 AND 305

Upon the verified application [Docket No. 115] (the “**Application**”)² of Modell’s Sporting Goods, Inc. and its subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to sections 105 and 305 of the Bankruptcy Code and Bankruptcy Rule 1017 for entry of an order approving the Bankruptcy Suspension and, thereafter, the notice [Docket No. 234] (the “**Extension Notice**”) of Debtors’ intent to seek a further suspension of their chapter 11 cases through and including May 31, 2020, as more fully set forth therein; and the Court having jurisdiction to consider the Extension Notice and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334(b); and consideration of the Extension Notice and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of the Extension Notice having been given as set forth in the Application and the order shortening time entered in connection therewith, and such notice having been adequate and appropriate under the circumstances; and it appearing that no other or further notice of the Extension Notice need be provided; and the Court having held a hearing (the “**Hearing**”) to consider the relief requested; and upon the *Declaration of Robert J. Duffy in Support of Debtors' Chapter 11 Petitions and First Day Pleadings*, the records of the Hearing, and all of the proceedings had before the Court; and the Court having previously entered an

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application and the Debtors’ omnibus response in opposition to the landlord responses and in support of an order further suspending their chapter 11 cases through and including May 31, 2020 (the “**Omnibus Response**”).

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Debtors: MODELL'S SPORTING GOODS, INC., *et al.*

Case No. 20-14179 (VFP)

Caption of Order: ORDER FURTHER SUSPENDING THE DEBTORS' CHAPTER 11
CASES PURSUANT TO 11 U.S.C. §§ 105 AND 305

*Order Temporarily Suspending the Debtors' Chapter 11 Cases Pursuant to 11 U.S.C. §§ 105 and 305 [Docket No. 166] (the “**Suspension Order**”) suspending these chapter 11 cases through and including April 30, 2020, without prejudice to the Debtors’ right to seek a further extension of time; and the Court having found and determined that the relief sought in the Extension Notice and granted herein is in the best interests of the Debtors and their creditors, and that the legal and factual bases set forth in the Application, the Extension Notice, and the Debtors’ Omnibus Response establish just cause for the relief granted herein; and the Court having considered the objections of the parties and the arguments of counsel; and for the reasons set forth on the record;*

IT IS HEREBY ORDERED THAT:

1. The relief requested in the Extension Notice is **GRANTED** as set forth herein.
2. The Suspension Order shall continue to govern these chapter 11 cases through and including May 31, 2020, without prejudice to the Debtors’ right to seek a further extension of time and the rights of other parties-in-interest to object to any further extension on any and all appropriate grounds. Any such extension must be sought on Motion filed on or before May 22, 2020 and made returnable on June 4, 2020 at 2:30 p.m., with objections due on June 1, 2020.
3. The Modified Budget is hereby approved through and including May 31, 2020.
4. Notwithstanding any provision in the Bankruptcy Rules to the contrary, this Order shall be immediately effective and enforceable upon its entry.
5. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order, including to effectuate the intent of the Operational Suspension and the Bankruptcy Suspension, in accordance with the Application and the Extension Notice.

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Debtors: MODELL'S SPORTING GOODS, INC., *et al.*

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6. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

7. As set forth at the hearing on the Motion, the interested parties are directed to mediate the open issues between and among the Debtor, the Landlords, the Banks and the Creditors Committee before Judge Sherwood of this Court. The necessary arrangements may be made through Judge Sherwood's chambers.

8. A conference shall be held on May 20, 2020 at 2:30 p.m. to address the status of the mediation and settlement negotiations, the status of Debtors' plans to re-open, the scope and scheduling of any issues that require resolution by the Court and other relevant matters, including the likelihood of any further extension request by the Debtors.